

**BY-LAWS  
OF  
DOWNTOWN DEVELOPMENT AUTHORITY  
GRAND JUNCTION, COLORADO**

ARTICLE 1.000

GENERAL

**1.100 Establishment.** Under ordinance number 1669, the City of Grand Junction established a Downtown Development Authority known as the “Grand Junction, Colorado, Downtown Development Authority” as a body corporate.

**1.200 Purpose.** The Authority is established to halt and prevent deterioration of property values within its district and to assist in the development and redevelopment of its district and to use its power to promote the general welfare of the district by the use of its direct and supplemental powers.

**1.300 Powers.** By ordinance of the City of Grand Junction, the Downtown Development Authority has all powers authorized by Part 8 of Article 25 of Title 31, Colorado Revised Statutes 1973, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of said Part 8.

**1.400 Seal.** The Authority shall have a seal, which shall be circular in form and shall have inscribed thereon the name of the Authority and the word "SEAL".

**1.500 Offices.** The Downtown Development Authority shall have the power to maintain an office within the boundaries of the Downtown Development Authority of the City of Grand Junction, Colorado.

**1.600 Annual Budget.** Each year the Board shall consider and approve a budget based upon that submitted by the Director pursuant to Section 3.550. After such approval, the budget shall be submitted to the Grand Junction City Council for its approval.

ARTICLE 2.000

THE BOARD OF THE DOWNTOWN DEVELOPMENT AUTHORITY

**2.100 Board Members.** The affairs of the Authority shall be managed by the Chairman and the Members of the Board.

**2.110 Membership.** The number and terms of Board Members shall be determined by resolution of the Grand Junction, Colorado, City Council in accordance with 31-25-805 C.R.S. 1973, as amended.

**2.120** Present Members shall serve as indicated in Sections 2.121 to 2.125.

**2.121** Two members shall serve until 6-30-80.

**2.122** Two Members shall serve until 6-30-81.

- 2.123** Two Members shall serve until 6-30-82.
- 2.124** Two Members shall serve until 6-30-83.
- 2.125** A member representing the Grand Junction City Council Shall serve at the pleasure of the Grand Junction City Council.
- 2.130** Eligibility. Each Board Member, except the Representative from the Grand Junction City Council, shall reside, be a business lessee or own real property within the boundaries of the Authority. No officer or employee of the City of Grand Junction, other than an appointee from the Grand Junction City Council, shall be eligible for appointment to the Board.
- 2.140** Compensation. All members including the Chairman shall serve without compensation, but they may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

**2.200** Vacancies. In the event of one or more vacancies or expiration of any one or more Board Member's terms, the Authority may, at a regular or specially called Board of Directors' meeting, nominate replacement Board Member(s) for consideration by the Grand Junction City Council. In the event a Board Member's term has expired, the Board may nominate him/her for an additional term or nominate a replacement.

- 2.210** Nominations. The Authority may nominate a prospective Board Member(s) to the City Council at least sixty (60) days prior to the expiration of an existing Board Member's term, and promptly after notice of other vacancies.
- 2.220** Voting. Board Members whose terms are being considered by the Authority for extension or replacement are disqualified to vote on nominations for extension or replacement for their own term.
- 2.230** Appointment. The Grand Junction City Council is not obligated to appoint Board Members nominated by the Authority and may appoint Board Members of their own selection. However, should the City Council fail to extend the term of, or replace, any existing Board Member nominated by the Authority for term extension, such Board Member shall continue to serve as a Board Member of the Authority until a successor has been appointed and qualified.
- 2.240** Removal. After notice and an opportunity to be heard, an appointed member of the Board may be removed for cause by the Grand Junction City Council.

### ARTICLE 3.000

#### OFFICERS OF THE DOWNTOWN DEVELOPMENT AUTHORITY

**3.100** Chairman. The Chairman shall preside at all meetings of the Authority except as otherwise authorized by resolution of the Authority. The Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations

and information as deemed necessary for the proper administration of the business affairs and policies of the Authority.

**3.110 Election.** At the first regularly scheduled meeting of the Board in July of each year, a Chairman shall be elected to preside at the meetings of the Board with the full power to vote on any issue, except as otherwise provided herein. The Chairman shall serve until election of a new Chairman at the first regular meeting the following July, at which time the Chairman maybe renominated, or a new Chairman may be elected.

**3.200 Vice-Chairman.** The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, until such time as the Authority shall select a new Chairman. The Vice-Chairman shall be elected in the same manner and at the same time as the Chairman.

**3.300 Treasurer.** The Treasurer shall keep the financial records of the Authority and, together with the Director, shall approve all vouchers for the expenditure of funds of the Authority.

**3.310** The Treasurer for the Downtown Development Authority shall be the City Finance Director or other person acting in that capacity for the City of Grand Junction.

**3.400 Secretary.** The Secretary shall maintain custody of the official seal and of all records, documents or other papers not required to be maintained by the Treasurer. The Secretary shall attend all meetings of the Board and keep a record of all its proceedings, file minutes of all regular or special meetings with the Clerk of the City of Grand Junction and shall perform such other duties as may be delegated to him/her by the Board. The Secretary shall have power to affix the Authority's seal to and attest all contracts and instruments to be executed by the Authority.

**3.410** The Secretary may also be known as the Executive Secretary hired by the Director.

**3.500 Director.** Pursuant to the requirements of 31-25-815, C.R.S. 1973, a Director shall be employed for the Downtown Development Authority.

**3.510 Appointment.** The Director shall be appointed by the Board and after approval by the Grand Junction City Council shall serve at the pleasure of the Board. The compensation to be paid to the Director shall be established by the Board.

**3.520 Responsibility.** The Director shall be the Chief Executive Officer of the Authority and shall have general supervision over and be responsible for the performance of the functions of the Authority. Notwithstanding other items within these by-laws, the Director may expend funds in accordance with Grand Junction Financial Management Rules for normal and necessary expenses provided that the treasurer also signs vouchers. The Director shall provide periodic financial statements and reports to the Board as required.

**3.530** Staff. The Director shall be responsible for hiring and supervising any subordinate staff and for providing reports to the Board. Subordinate staff shall serve under the direction of the Director. The Director shall control employment activities in accordance with the Personnel Rules of the City of Grand Junction.

**3.540** Bond. The Board may require a bond from the Director, or, by resolution, waive the bond requirement.

**3.550** Budget. The Director shall annually prepare a budget and submit it to the Board for its approval, in accordance with applicable State Statutes and Financial Management Rules of the City of Grand Junction. The budget shall indicate the amount of compensation to be paid to staff and the amounts to be devoted to specific Authority projects.

**3.600** **Additional Duties.** All officers shall perform additional duties as directed by the Board.

## ARTICLE 4.000

### MEETINGS

**4.100** **Regular Meetings.** Dates of regular monthly business meeting dates shall be determined by the Board by resolution. Regular meetings may be recessed and continued to another date and/or time. The Secretary shall send written notice to each Board Member at least two (2) days in advance of each regular monthly business meeting stating the time and location within the City of Grand Junction at which the meeting is to be held. By resolution, the Board may direct that a regular meeting not be held, but in no event shall more than two consecutive scheduled meetings be cancelled.

**4.110** Attendance. In the event of the absence of a Board Member for three consecutive regular meetings, a letter may be written by the Director, at the direction of the Board, to the Grand Junction City Council, requesting removal of that Board Member pursuant to Article 2.240 of these rules.

**4.200** **Special Meetings.** Special meetings of the Authority may be called by the Authority Chairman and Director at a convenient place and time provided not less than a Quorum of all Board Members are in attendance or consent in writing to holding of such special meeting.

**4.300** **Open Meetings.** All meetings of the Board shall be open to the public, except those dealing with land acquisition or sales, personnel matters, or legal matters.

**4.400** **Quorum.** The Quorum necessary to conduct all regular business shall be a majority of all active Board Members.

**4.500** **Voting.** All regular business matters shall be decided by a majority of the Board Members present and voting unless otherwise provided for in these by-laws, or by law.

**4.600** **Rules of Order.** All meetings shall be conducted under the most recent Edition of Robert's Rules of Order, Revised, except as otherwise provided by these by-laws and Statute 35-25-801, et seq., C.R.S. 1973, as amended.

## ARTICLE 5.000

### CONTRACTS; FINANCE

**5.100 Contracts.** The Board may authorize, by resolution, the Chairman or Director, to enter into any contract or execute any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

#### **5.200 Finance**

**5.210** Deposits. All funds of the Authority will be deposited in the City treasury to the credit of the Authority.

**5.220** Vouchers. All vouchers for the payment of accounts shall be submitted by the Director to the Treasurer for payment from funds deposited to the credit of the Authority. Both the Director and the Treasurer shall approve all vouchers for the expenditure of funds of the Authority.

**5.230** Loans. No loans shall be contracted for on behalf of the Authority and no evidence of indebtedness shall be issued, except by resolution of the Board. Such resolution may be general or confined to specific instances.

**5.300 Property.** The Authority may hold property in its name as directed by resolution of the Board and as permitted by 31-25-801, et seq., C.R.S. 1973, as amended.

## ARTICLE 6.000

### AMENDMENTS

**6.100 Amendments.** The by-laws of the Authority may be amended at any regular or special meeting, by a two-thirds (2/3) vote of the Board. No such amendment shall be adopted unless at least two (2) days written notice, thereof has been previously given to all members of the Authority. All amendments to these by-laws shall be filed in the office of the Clerk of the City of Grand Junction.

## ARTICLE 7.000

### INDEMNIFICATION

**7.100 Indemnification.** Any of the Authority's officers, directors and other employees may be indemnified or reimbursed by the Authority for reasonable expenses (including, but not limited to attorney's fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they shall be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a Board Member, officer or employee of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he shall finally be adjudged to have been guilty or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the

Authority; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the Board of Directors of the Authority acting by vote of Directors not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the whole number of the Board Members. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled as a matter of law.

**7.200 Insurance.** The Authority may upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Board Members, officers and other employees of the extent that such indemnification is allowed in Section 7.100.

#### ARTICLE 8.000

##### APPROVAL OF BY-LAWS

**8.100 Approval.** Upon approval of these by-laws by a two-thirds (2/3) vote of the members of the Board, they shall be submitted to the Grand Junction, Colorado, City Council for approval and upon the approval of the Grand Junction City Council, shall be filed with the City Clerk and all statutorily permissible acts previously taken by the Board and its Director shall be ratified and confirmed, by both the Board and the Grand Junction, Colorado, City Council.

#### ARTICLE 9.000

##### DISSOLUTION

**9.100 Dissolution.** Upon resolution by a two-thirds (2/3) vote of the Board of the Downtown Development Authority, the Board may request the Grand Junction, Colorado, City Council to dissolve the Authority provided that all statutory requirements are satisfied.

BY-LAWS  
OF  
DOWNTOWN DEVELOPMENT AUTHORITY  
OF GRAND JUNCTION, COLORADO

Formally adopted by the Grand Junction Downtown Development  
Authority this 6th day of June, 1980.

[Signature]  
Guy Stephens, Chairman

[Signature]  
Attest: Kathy Grandy, Secretary  
to the Board

Formally approved by the Grand Junction City Council  
this 18 day of June, 1980.

[Signature]  
Jane Quimby, Mayor

[Signature]  
Attest: Neva B. Lockhart, City  
Clerk